

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)  
(Jointly Administered)

**FIRST SUPPLEMENTAL DECLARATION AND  
DISCLOSURE STATEMENT OF CHARLES DAVIDOW IN  
SUPPORT OF APPLICATION FOR ENTRY OF ORDER UNDER  
11 U.S.C. §§ 327(e) AND 1107(b) AUTHORIZING EMPLOYMENT  
AND RETENTION OF WILMER CUTLER PICKERING  
HALE AND DORR LLP AS SPECIAL REGULATORY COUNSEL**

I, Charles Davidow, declare under penalty of perjury as follows:

1. I am a partner in the law firm of Wilmer Cutler Pickering Hale and Dorr LLP ("WCPHD"), which maintains offices at, among other places, 2445 M Street, NW, Washington, DC 20037. I am familiar with the matters set forth herein and submit this supplemental declaration in support of the application (Docket no. 999) (the "Application"), filed by Delphi Corporation ("Delphi") and certain of its affiliates and subsidiaries, debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), for entry of an order, pursuant to sections 327(e) and 1107(b) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the retention and employment of WCPHD as special regulatory counsel to the Audit Committee of the Delphi's Board of Directors, effective as of the Petition Date.

2. On November 9, 2005, the Debtors submitted the Declaration of Charles Davidow in support of the Application (the "Initial Declaration").<sup>1</sup> The Initial Declaration is incorporated herein by this reference. In the Initial Declaration, I stated that supplemental declarations would be filed as appropriate upon receipt of new information regarding Interested Parties in these chapter 11 cases. I submit this first supplemental declaration (the "First Supplemental Declaration") in connection with the Initial Declaration and the Application to provide disclosure required in accordance with Bankruptcy Rule 2014(a).

3. WCPHD is continuing and will continue to review potential conflicts and connections with Interested Parties in accordance with the WCPHD Disclosure Procedures (as described and defined in the Initial Declaration) and will file additional supplemental disclosures as appropriate.

#### Supplemental Disclosures

4. WCPHD represents or represented in the past the following clients in matters wholly unrelated to the Debtors' chapter 11 cases:

- a) New Navy Yard Partnership: WCPHD represents New Navy Yard Partnership in a matter in which Delphi Properties was formerly an adverse party but is no longer involved; and
- b) Analog Devices, Inc.: Brobeck Hale and Dorr International, a joint venture between Brobeck Phleger & Harrison LLP and WCPHD predecessor Hale and Dorr LLP, represented Analog Devices, Inc., in a matter in which Delphi Corporation was an adverse party;<sup>2</sup>

5. In addition, one partner of WCPHD holds approximately 2,100 shares of Delphi

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<sup>1</sup> The Initial Declaration is attached to the Application as Exhibit A. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Initial Declaration.

<sup>2</sup> Time was last billed to this matter in September 2003. It remains open for administrative purposes only.

common stock, and a counsel of WCPHD holds less than 10 shares of Delphi stock.

6. Based upon the search conducted to date in accordance with the WCPHD Disclosure Procedures, I submit that except as disclosed otherwise herein or in the Initial Declaration, neither I, WCPHD, nor any partner, junior partner, counsel, or associate of WCPHD, insofar as I have been able to ascertain, (a) represents entities other than the Audit Committee in connection with the Debtors' chapter 11 cases, (b) has any connections with Interested Parties, or (c) holds any interest adverse to the Audit Committee or the Debtors or their estates with respect to the matters on which WCPHD is to be retained and employed in these chapter 11 cases.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: November 22, 2005  
Washington, DC

WILMER CUTLER PICKERING  
HALE AND DORR LLP

/s/ Charles Davidow  
Charles Davidow